

BOARD ORGANIZATION

Bylaws

All library boards need to assure continuity and consistency for their legal, financial, and policy-making activities. Written bylaws are accepted tools for doing this. Bylaws cover the basic structure under which the board conducts its business. These bylaws should not conflict with any local, state, or federal laws or regulations.

A copy of the bylaws must be on file in the Library Development and Networking Division of the Library of Virginia. Any amendments must be filed with the division immediately upon adoption.

The bylaws should include:

- Library name, with headquarters and branches
- Mission statement
- Constituency served
- Governing body
 - Library board of trustees: selections, appointments, terms, and officers
 - Appointment and duties of standing committees
 - Provision for special or ad hoc committees
- Meetings
 - What constitutes a quorum
 - Time, place, and responsibility for meetings
 - Attendance requirements
 - Method for calling special meeting
 - Order of business
- Procedure for amending the bylaws
- Parliamentary authority
- Date of adoption

Sample bylaws are available upon request from the Library Development and Networking Division, the Library of Virginia.

Are your bylaws up to date?

Are current bylaws on file at the Library of Virginia?

Library Board Officers

Boards grow from different traditions and have different ideas about the type and number of officers they need. The most common pattern includes a chair (sometimes called president), a vice chair, a secretary, and a treasurer.

Roles of the Board Chair

- **Planner.** The chair works with the director to plan the meeting agenda and the manner in which the meeting will be conducted. The chair keeps an overall view of the board year and ensures that the board is completing duties mandated by board policy or law.
- **President/Facilitator.** The chair must ensure adherence to the agenda and completion of items on the agenda. The chair must also ensure fair participation for all board members and fair exposure to all sides of an issue. The chair must keep the meetings moving forward in a professional and timely manner and, finally, move the board to action on the issues.
- **Delegator.** The chair traditionally has the power to appoint board members and others to committees with board consent. To do this well, the chair must have a clear understanding of each board member's skills, strengths, and interests so that appropriate assignments can be made. It is also the chair's responsibility to make sure that committee assignments are clear and to hold the committees accountable to do the job assigned. The chair may be an ex-officio member of a committee.
- **Liaison.** The chair should be able to communicate board needs to the director, and the director's needs and concerns to the board. The chair offers personal support and counsel to the director, and serves as a sounding board for the director.
- **Team Builder.** The board must always function as a team, and it is the duty of the chair to promote teamwork among board members. It may be necessary for the chair to mediate and counsel fellow board members if the board fails to function as a team on occasion.

Any power exercised by the board chair must be granted first by the full board in policy, or in the commonly accepted and understood practice of the board. In other words, the board chair does not speak for the board unless the full board has delegated that privilege to the chair.

The **vice chair** of the board traditionally serves as the backup for the board chair. Often the vice chair is assigned additional specific duties, such as chairing a committee, taking charge of board development activities or preparing for special board events.

Treasurer's duties vary from library to library, but often the treasurer signs checks, and in some instances, serves as chair of the finance committee. In many libraries financial matters such as writing and signing checks, and related accounting functions are handled by the local government, and the treasurer's position may not exist.

The position of the **secretary** also differs from one library to another. In some systems the secretary takes the board minutes; in others the minutes are taken by the director or another staff member. Correspondence on behalf of the board is the responsibility of the secretary in some systems, though it is done by clerical staff at the direction of the library director in others.

Board Meetings

Board meetings shall be held at least quarterly, with the library director in attendance, and at a time and place convenient for the board and the public, in accordance with state law on public meetings. (Planning for Library Excellence, 1988)

The frequency of meetings is up to the local board. Library boards typically meet monthly, bimonthly, or quarterly. It is important that meetings be scheduled and structured so that the library's business is transacted in a timely manner and that all board members are included in the decision-making process.

Libraries must adhere to the Virginia Freedom of Information Act (§2.1-340, *Code of Virginia*). Trustees and staff should be familiar with its provisions.

Meeting Notices

Boards are required to furnish information as to time and location of public meetings to any citizen of the state who requests the information. It is good practice and highly recommended that board meetings be announced in the local newspaper and that a notice be posted at the location where the meeting will be held.

Open Meetings

All regular and special meetings of the board must be open to the public. Keep in mind that the library belongs to the community; its governance is entrusted to the board of trustees. Citizen awareness of the operations, plans, and problems of the library can be very beneficial.

Executive Meetings

Executive or closed meetings may be held for certain matters. In order to hold an executive meeting an affirmative vote must be recorded in the open meeting, with the motion stating specifically the purpose of the meeting and including a statement in the minutes with reference to the applicable exemption in the *Code of Virginia*.

No formal action should be taken in a closed meeting. All decisions must be formally adopted when the board reconvenes in open meeting and takes a vote of the members.

The Virginia Freedom of Information Act lists several exemptions to open meetings. The ones of special interest to library boards include:

- Discussion or consideration of employment, assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of public officers, appointees, or employees.

- Discussion or consideration of the condition, acquisition, or use of real property for public purpose, or of the disposition of publicly held property.
- The protection of the privacy of individuals in personal matters not related to public business.
- Consultation with legal counsel and briefings by staff members, consultants, or attorneys, pertaining to actual or potential litigation, or other specific legal matters requiring the provision of legal advice by counsel.
- Discussion or consideration of tests or examinations or other documents pertaining to any employee or employment seeker's qualifications or aptitude for employment, retention, or promotion.

Meetings by Telephone or Electronic Communication

Virginia law prohibits a public body from conducting a meeting where public business is discussed through telephone, video, electronic, or other communication system where the members are not physically assembled.

Minutes

The Virginia *Code* requires that minutes be recorded at all public meetings. The minutes must be open for inspection and copying by any citizen of the state and representatives of print and broadcast media, as specified by law.

Does the board publicize its meetings?

Are meetings open to the public?

**Are executive meetings conducted in compliance
with the Freedom of Information Act?**

**Are the minutes prepared and made available
in a timely manner?**

GUIDELINES FOR EFFECTIVE BOARD MEETINGS

Before Meetings: *The library director and board chair should:*

- **Plan** the meeting carefully: when, where, what, why, who?
- **Prepare** a preliminary agenda.
- **Mail/distribute** the preliminary agenda, related reports, statistics, etc., at least 7 days in advance.
- **Prepare** a final agenda.
- **Publish** and **post** public notice of the meeting, giving the final agenda, date, time, and place.

Beginning Meetings: *The board chair should:*

- **Start** on time with roll call.
- **Introduce** visitors and/or new board members.
- **Call for the approval** of the previous meeting's minutes.
- **Review** the agenda, revising the order if necessary.
- **Establish** time limits.

During Meetings: *The board should:*

- **Focus** on issues at hand.
- **Follow** the agenda and procedures stated in the bylaws.
- **Establish** action items: who, what, when.

Ending Meetings: *The board chair should:*

- **Review** and **Summarize** the meeting's progress, decisions, and assignments for the minutes.
- **Announce** the next meeting and develop preliminary agenda.
- **Adjourn** the meeting officially.

After Meetings: *The library director and board chair should:*

- **Mail** minutes to all board members.
- **Make sure** that the minutes include the date, time, and place of the meeting, the names of the board members present and absent, the substance of all matters proposed, discussed, or decided, and a record (by individual member) of votes taken, the names of citizens who appeared and the substance of their testimony, and any other information that any board member requests be entered in the minutes. Keep an archival file of board minutes in the library.
- **Follow up** on action items.
- **Begin planning** for the next meeting.